

Exhibit D

CAP 622 COMPANIES ORDINANCE Section 454 Private company required to have at least one director

454.Private [company](#) required to have at least one [director](#)

(1)A private [company](#) must have at least one [director](#).

457.Requirement to have at least one [director](#) who is natural person(1)This section applies to a private [company](#) other than a private [company](#) that is a [member](#) of a [group of companies](#) of which a listed [company](#) is a [member](#).(2)The [company](#) must have at least one [director](#) who is a natural person.

458.Direction requiring [company](#) to appoint [director](#)(1)If it appears to the [Registrar](#) that a [company](#) is in contravention of section 453(2), 454(1) or 457(2), the [Registrar](#) may direct the [company](#) to appoint a [director](#) or [directors](#) in compliance with that section.(2)The direction must specify—(a)the statutory requirement of which the [company](#) appears to be in contravention;(b)subject to subsection (3), the period within which the [company](#) must comply with the direction; and(c)that a failure to comply with the direction is an offence under subsection (6).(3)The period must not be less than one month or more than 3 months after the date on which the direction is given.(4)The [Registrar](#) may, before the end of the period specified in the direction, by notice in writing extend the period.(5)The [company](#) must comply with the direction by making the

necessary appointment or appointments before the end of the period specified in the direction, or, if the period is extended by the [Registrar](#) under subsection (4), the extended period.(6)If a [company](#) fails to comply with a direction under this section, the [company](#), and every responsible person of the [company](#), commit an offence, and each is liable to a fine at level 6 and, in the case of a continuing offence, to a further fine of \$2,000 for each day during which the offence continues.

461.Validity of acts of [director](#)(1)The acts of a person acting as a [director](#) are valid despite the fact that it is afterwards discovered—(a)that there was a defect in the appointment of the person as a [director](#);(b)that the person was not qualified to hold office as a [director](#) or was disqualified from holding office as a [director](#);(c)that the person had ceased to hold office as a [director](#); or(d)that the person was not entitled to vote on the matter in question.(2)Subsection (1) applies even if—(a)the appointment of the person as a [director](#) is void under section 456(3) or 459(2); or(b)the resolution for the appointment of the person as a [director](#) is void under section 460(3).

462.Resolution to remove [director](#)(1)A [company](#) may by an [ordinary resolution](#) passed at a general meeting remove a [director](#) before the end of the [director](#)'s term of office, despite anything in its [articles](#) or in any agreement between it and the [director](#).(2)Subsection (1) does not, if the [company](#) is a private [company](#), authorize the removal of a [director](#) who has held office for life since 31 August 1984.(3)Subsections (4), (5), (6), (7) and (8) apply in relation to a removal of a [director](#) by resolution, irrespective of whether the removal by resolution is under subsection (1) or otherwise.(4)Special notice is required of a resolution—(a)to remove a [director](#); or(b)to appoint somebody in place of a [director](#) so removed at the meeting at which the [director](#) is removed.**Note—**

See also section 578 which sets out the requirements regarding special notice.(5)A vacancy created by the removal of a [director](#), if not filled at the meeting at which the [director](#) is removed, may be filled as a casual vacancy.(6)A person appointed [director](#) in place of a removed [director](#) is to be regarded, for the purpose of determining the time at which that person or any other [director](#) is to retire, as if that person had become [director](#) on the day on which the person removed was last appointed a [director](#).(7)In relation to a resolution to remove a [director](#) before the end of the [director](#)'s term of office, no [share](#) may, on a poll, carry a greater number of votes than it would carry in relation to the generality of matters to be voted on at a general meeting of the [company](#).(8)If a [share](#) carries special voting rights (that is to say, rights different from those carried by other [shares](#)) in relation to some matters but not others, the reference in subsection (7) to the generality of matters to be voted on at a general meeting of the [company](#) is to be construed as a reference to the matters in relation to which the [share](#) carries no special voting rights.(9)This section is not to be regarded as depriving a person of compensation or damages payable to the person in respect of the termination of—(a)the person's appointment as [director](#); or(b)any appointment terminating with that as [director](#).

464.Resignation of [director](#)(1)A [director](#) of a [company](#) may, unless it is otherwise provided in the [articles](#) of the [company](#) or by any agreement with the [company](#), resign as [director](#) at any time.(2)If a [director](#) of a [company](#) resigns, the [company](#) must deliver a notice of the resignation to the [Registrar](#) in the manner required by section 645(4).(3)Despite subsection (2), if the [director](#) resigning has reasonable grounds for believing that the [company](#) will not deliver the notice, the [director](#) resigning must deliver to the [Registrar](#) for registration a notice of the resignation in the [specified form](#).(4)The notice required to be delivered under subsection (3) must state—(a)whether the [director](#) resigning is required by the [articles](#) of the [company](#) or by any agreement with the [company](#) to give notice of resignation to the [company](#); and(b)if notice is so required, whether the notice has been given in accordance with the requirement.(5)If notice of the resignation of a [director](#) of a [company](#) is required to be given by the [articles](#) of the [company](#) or by any agreement with the [company](#), the resignation does not have effect unless the [director](#) gives notice in writing of the resignation—(a)in accordance with the requirement;(b)by leaving it at the registered office of the [company](#); or(c)by sending it to the [company](#) in hard copy form or in electronic form.(6)In this section—director (董事) includes a [reserve director](#) and a person regarded as a [director](#) under section 455(4).